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DECLARATION OF COLE BRODMAN

Executive Vice President and Chief Marketing Officer

T-Mobile USA, Inc.

I, Cole Brodman, hereby declare the following:

1. I am currently Executive Vice President and Chief Marketing Officer of T-Mobile USA. I have been with T-Mobile USA and its predecessor companies, VoiceStream Wireless and Western Wireless, since 1995.

2. In my current capacity I am responsible for T-Mobile USA's overall brand, customer segment management, marketing, and advertising for all plans, products, and services. Additionally, I have responsibility for ideation, development and operations of new products, services, mobile phones and devices. I also coordinate with Deutsche Telekom on global service and device development initiatives. In previous positions, I have held executive leadership positions responsible for the development and operation of T-Mobile's network and technology base, product management, roaming, T-Mobile Hotspot, and business development activities.

3. Prior to joining T-Mobile USA/VoiceStream/Western Wireless, I was with Nortel Networks where I held positions in product management, product marketing, and development roles in the telecommunications and wireless product organizations for approximately six years.

4. I am a graduate of the University of Texas at Austin with a BS in Electrical Engineering and Southern Methodist University with a Masters in Business Administration.

I. INTRODUCTION AND SUMMARY

5. I have reviewed the comments filed suggesting that AT&T's acquisition of T-Mobile USA would cause competitive harm in the business customer segment. As this declaration explains, T-Mobile USA has a relatively limited competitive presence in the business

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segment due to the company's strategic decision to focus on, and invest in, its core consumer business. Moreover, in order to become a more significant competitive alternative for business customers, T-Mobile USA would have to overcome significant structural challenges.

II. T-MOBILE USA HAS A LIMITED COMPETITIVE PRESENCE IN THE BUSINESS SEGMENT.

6. As T-Mobile USA's limited share of the business segment reflects, T-Mobile USA has not historically been a robust competitor in this segment, because it: (1) historically has chosen to allocate its resources and strategic focus to the consumer segment; and (2) is not readily in a position to offer a complete suite of full-service, integrated telecommunications solutions to large business customers.

7. T-Mobile USA's historical decision not to focus on business customers was driven by its strategy to focus limited resources on the consumer segment. As a result, the company has not acquired the resources necessary to deliver some services and functionality that larger buyers in this segment typically desire.

IV. T-MOBILE USA HAS FOCUSED ON THE MID-MARKET AND "PROSUMER" SUB-SEGMENTS.

8. T-Mobile USA's competitive focus in the business segment therefore has been on the mid-market and "prosumer" sub-segments, both of which focus on using wireless products for work and personal use and are primarily interested in volume discounts and servicing through our retail outlets. Competitive dynamics in these segments are similar to the consumer segment, and include competitive offers from Metro PCS, Leap, US. Cellular and Cellular South.

9. Business accounts primarily involve individual employees within a business. T-Mobile USA offers two types of contracts for business customers, called Master Corporate Services Agreements ("MCSA") and Business Services Agreements ("BSA"). These contracts

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cover both who is responsible for as well as who pays for the services rendered. Corporate Liable Accounts (accounts responsible for and paid for by the business) are the sole responsibility of the business. Employee or Individual Liable Accounts (accounts responsible for and paid for by the employees of the business) are the sole responsibility of the employee. The overwhelming majority of T-Mobile USA's business customers are Individual Liable accounts often sold through our retail outlets.

10. While many of T-Mobile USA's business customers have international roaming needs, T-Mobile USA has not historically placed a strong focus on such customers. While GSM networks initially had an advantage in being able to serve international business travelers with roaming needs, for the last several years advances in mobile devices have effectively blunted what was once an advantage for GSM carriers. T-Mobile's CDMA competitors offer international roaming services, and dual mode phones with CDMA/GSM chipsets are available in the marketplace and have been for several years. The transition to LTE will eventually eliminate any remaining distinction based on the GSM air-interfaces as advantageous for international roaming. Business customers are more focused on capabilities than network technology, and they can readily get international roaming capability with a CDMA carrier as their home carrier. Indeed, for example, Verizon often advertises its international roaming capabilities.

11. Similarly, while T-Mobile USA has government/public sector entities among its business segment customers, attracting such customers has not been an area of primary focus. Like large business and enterprise customers, some government/public sector entities have certain solution or support needs that T-Mobile USA is less well equipped to supply than other competitors in this segment.

12. T-Mobile USA also offers machine-to-machine (M2M) services to business customers. T-Mobile USA has a very limited presence in M2M services, with approximately [BEGIN CONFIDENTIAL] [END CONFIDENTIAL] in revenue last year. As of May 16, 2011, development of this business was outsourced to RACO Wireless, an aggregator and channel partner of T-Mobile USA.

V. CONCLUSION

13. T-Mobile USA faces significant challenges in attracting and/or retaining business and government customers in large part because of the considerable investment that is needed to compete for the enterprise segment of the market. As explained by Deutsche Telekom Senior Vice President Thorsten Langheim, DT has publicly stated that T-Mobile USA must be “self-funding” rather than rely on its parent for capital investment. Langheim Declaration at ¶ 14. Further, even with a refocus on the business segment, T-Mobile USA recognizes that any reversal of our historical market position and share would require a sustained and long term effort, and that success is difficult and uncertain in any event to predict.

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 9, 2011.

Signed:



Cole Brodman
Executive Vice President and
Chief Marketing Officer
T-Mobile USA, Inc.

Dated:

June 9, 2011